

BEFORE
THE PUBLIC SERVICE COMMISSION
OF
SOUTH CAROLINA
DOCKET NO. 2017-370-E

In re Joint Application and Petition of South)
Carolina Electric & Gas Company and)
Dominion Energy, Inc., for Review and)
Approval of a Proposed Business Combination)
between SCANA Corporation and Dominion)
Energy, Inc., as may be Required, and for a)
Prudency Determination Regarding the)
Abandonment of the V.C. Summer Units 2 & 3)
Project and Associated Customer Benefits and)
Cost Recovery Plans)

PETITION TO INTERVENE BY
GORDON MILLER

Gordon Miller (the “Stockholder Plaintiff”), a SCANA stockholder that will be adversely affected by the approval of the subject Petition, hereby petitions the Public Service Commission of South Carolina (the “Commission”) pursuant to R. 103-825(3) of the Commission’s Rules and Regulations to intervene and be made a party of record in this matter.

On January 12, 2018, South Carolina Electric & Gas Company (“SCE&G” or the “Company”), a wholly-owned subsidiary of SCANA Corporation (“SCANA”), and Dominion Energy, Inc. (“Dominion Energy”) (collectively, the “Petitioners”), filed a Joint Application and Petition of SCE&G and Dominion Energy for Review and Approval of a Proposed Business Combination between SCANA and Dominion Energy, as May Be Required, and for a Prudency Determination Regarding the Abandonment of the V.C. Summer Units 2 & 3 Project and Associated Customer Benefits and Cost Recovery Plans (the “Petition”).

The Stockholder Plaintiff has a substantial interest in this matter, as he will be directly, significantly, and detrimentally impacted if the Commission approves the Petition. On January 3, 2018, SCANA and Dominion Energy announced they had entered into a definitive merger agreement (the “Merger Agreement”), pursuant to which SCANA will become a wholly-owned subsidiary of Dominion Energy (the “Proposed Acquisition”). For the Proposed Acquisition to close, the Commission must approve the Petition. And, based largely on his own investigation and the content of the Petition, the Stockholder Plaintiff believes: (i) the relief sought in the Petition is not in SCANA stockholders’ best interests; (ii) the consideration offered to SCANA stockholders significantly undervalues the Company; (iii) the Proposed Acquisition will likely harm ratepayers (compared to how they would be treated if SCANA were not acquired by Dominion Energy); (iv) the SCANA board of

directors and SCANA's Chief Executive Officer breached their fiduciary duties in connection with the Proposed Acquisition in order to reap significant personal benefits; and (v) SCANA, Dominion Energy and Sedona Corp. aided and abetted in those breaches of fiduciary duties.

The Stockholder Plaintiff brings significant and unique expertise to this matter. The Stockholder Plaintiff will present the Commission with information regarding the fairness of the Petition and the Proposed Acquisition. The Stockholder Plaintiff will also present the Commission with information regarding how the actions by the Commission could impact Dominion Energy's responsibility to pay SCANA the \$240 million termination fee if Dominion Energy terminates the Proposed Acquisition. No other party to this proceeding is similarly suited to provide this relevant and valuable information. In addition, by intervening, the Stockholder Plaintiff will not unreasonably burden the issues presented in this matter or the record, and will not delay the proceedings, as this matter is in its infancy.

The mailing address for the Stockholder Plaintiff is:

GORDON MILLER
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Matthews, NC 28105

The Stockholder Plaintiff will be represented in this proceeding by James M. Griffin of Griffin & Davis LLC and David T. Wissbroecker of Robbins Geller Rudman & Dowd LLP (*pro hac vice* in process). The Stockholder Plaintiff designates Mr. Wissbroecker to receive service of all documents in this proceeding. All documents should be served at the following address (electronic service preferred):

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WHEREFORE, for the foregoing reasons, the Stockholder Plaintiff will be adversely affected by the approval of the Petition, and thus, hereby respectfully petitions the Commission pursuant to R. 103-825(3) to intervene and be made a party of record and be allowed to fully participate in this proceeding.

DATED: April 12, 2018

GRIFFIN & DAVIS, LLC
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s/ James M. Griffin

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